



Girl Scouts of Western Ohio
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Attachment B

BOARD OF DIRECTORS MEETING
Saturday, January 12, 2008

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held. President, Nancy Dawes, was in the chair and Secretary, Sharon Smith, took the minutes. The meeting was held at the Buckeye Trails Regional Office, Dayton, OH.

**BOARD MEMBERS
PRESENT**

Board members present:
Nancy C. Dawes, Chair
Margaret G. Beck, First Vice Chair
Debbie M. Watts, Second Vice Chair
Sharon L. Smith, Secretary
Barbara J. Bonifas, CEO*
Kimberly Amrine
Jerry Brose
Dale Goldberg
Marjorie Houck
Karen Huelsman
Catherine Ingram
Ellen Iobst
Wijdan Jreisat
Mary Ann Knoop
Sue Matz
Kathy McMullen
Cheryl Tyler-Folsom
Jan von der Embse
Jody Wainscott
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
Susan Osborn, Chief Strategy Officer

GUESTS PRESENT

Guests present:
Sue Stratton, Governance Consultant

**BOARD MEMBERS
EXCUSED**

Board members excused:
Judith Barnard
Carol Sanders

**PRE-MEETING
MATERIALS**

Materials provided in advance:
Agenda Board of Directors Meeting
Consent Agenda Memo
Annual Campaign Memo
Memo: National Council Delegate Selection Process
GSUSA Summary Report
GSUSA Annual Report Excerpt
CRC Vision and Strategies for Realignment
Volunteer Organizational Survey Report
Girl Scout Program Overview
Board Policy Manual
Memo: Board Policy Manual
Executive Session Memo
Memo: Next meeting dates
Conflict of Interest Statements

**MATERIALS
DISTRIBUTED**

Materials distributed:
Management Report
Annual Campaign Pledge Letters
Corporate Resolution List
Board Governance Evaluation
Executive Limitation Monitoring Worksheet

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 10:00 a.m.

**APPROVAL OF
AGENDA**

Nancy Dawes explained the use of the consent agenda and asked if there were any additions to the agenda or items to be removed from the consent agenda. A motion was made to approve the agenda as presented. Motion approved.

**APPROVAL OF
CONSENT AGENDA**

A motion was made to approve the consent agenda. The following agenda items were approved:

- Approval of the appointment of Dale Goldberg as a board member-at-large for a two-year term.
- Acceptance of the resignation of Carolyn Jones as Treasurer of Girl Scouts of Western Ohio.
- Approval of the appointment of Jody Wainscott as Treasurer of Girl Scouts of Western Ohio.
- Approval of the following corporate resolutions for financial institutions:
 - Citizens Bank checking account
 - Harford investment account
 - Peoples investment account
 - Sigma investment account
 - Huntington/Sky investment account
 - Superior Federal Credit Union investment account
 - National City Bank checking account
 - National City Bank investment accounts
 - Fifth Third Bank investment accounts
 - Key Bank checking accounts
 - Key Bank operating trust

POLICY DISCUSSION

Sue Stratton, Consultant, led a discussion on the Ends statements. She began with a reminder to the board that Ends are defined as “what good, for whom, at what cost”

Following discussion, the following Ends were drafted. The board was reminded that they can go back at any time to revise the Ends, but these will give us a basis to move forward. Other Ends statements, specifically about communities, may be incorporated in future work.

MOTION

A motion was made to approve the following Ends statements as presented on the screen:

Girls demonstrate courage, confidence, and character and make a difference, at a justifiable cost to Girl Scouts of Western Ohio.

- A. Girls understand themselves and their values.
- B. Girls use their knowledge and skills to explore the world.
- C. Girls care about, inspire, and team with others locally and globally.
- D. Girls act to make their world a better place.

Motion approved.

Sue Stratton facilitated a discussion on the issues that the board would like to explore in the area of board development. After discussion, the board members provided a weighted vote to the following topics:

- What is leadership to us
- Local community transformation
- What is the role of the board, the organization, and the Ends policies with respect to changing our reputation?
- The inclusion of community partnerships as an Executive Limitation
- Connecting with the national board to learn about their role in transformation of our organization.

The board’s weighted vote indicated that it is most interested in studying a change in our current reputation. Discussion centered on changing the image and perception of Girl Scouting. The board development committee will work with the board chair to determine how to proceed with this area of work and will report back at the March board meeting.

The topic of validating the Ends statements was discussed. The general consensus of the board was to communicate the Ends statements through our Girl Scouts of Western Ohio website and ask for informal input to the Ends.

MOTION

A motion was made to approve the Board Policy Manual. Discussion followed. Motion approved.

EXECUTIVE SESSION

The board entered into Executive Session.

- Fifth Third Bank checking accounts
 - Bartlett & Co./Schwab investment account
 - Riverpoint Capital Management/Schwab investment account
- Approval of corporate resolution to approve the Mutual of America 403(b) thrift plan for Girl Scouts of Western Ohio.

ANNUAL CAMPAIGN

Ellen Iobst, board member, solicited the board for an annual campaign contribution. The board annual campaign goal is \$32,350 and it is very important that we have 100% participation from the board. Board members were asked to return their pledge letter by January 31, 2008.

NATIONAL COUNCIL DELEGATE SELECTION

Nancy Dawes presented the process for selection of national council delegate selection. The process will include an invitation to all current national council delegates to be elected, if they meet eligibility requirements. Vacancies will be filled first from the alternates. Following that, members will be invited to submit their interest in being considered as a national council delegate. Efforts will be made to consider a distribution of delegates, based on geographic location. The board development committee will bring a slate to the March board meeting for election by the board of directors.

MOTION

A motion was made to approve the process, as presented, for selection of national council delegates. Motion approved.

BOARD EDUCATION

Nancy Dawes explained the governance monitoring evaluation and how it would be used at this board meeting.

Nancy Dawes reviewed background information from Girl Scouts of the USA concerning strategy alignment. The core business strategies were summarized, including the current state, the future state, and the gaps. Discussion followed. It was suggested that this board invite members of the national board to meet with us to provide information about their role in the transformation of the national organization.

The board was also referred to a handout on the Girl Scout leadership development model from the GSUSA annual report.

The Council Realignment Committee mission, vision, and target goals were reviewed for the benefit of those board members who had not served on the CRC. Discussion followed.

Barbara Bonifas reviewed the summary report of the volunteer survey. Discussion followed.

OWNERSHIP LINKAGE

Barbara Bonifas shared an overview of the Girl Scout leadership development model. Discussion followed.

**MANAGEMENT
REPORT**

Barbara Bonifas presented the management report in three sections. She reviewed the management philosophy, including the management strategies. Jane Krites, Roni Luckenbill, and Susan Osborn shared key challenges in a number of operational areas. All were covered in the management report. Finally, Barbara shared a baseline assessment of Executive Limitation 2.2, Treatment of Paid and Volunteer Staff. A copy of this assessment was attached to the management report.

BOARD EVALUATION

Sue Stratton led a discussion with the board on their work during the meeting. Board members were asked to complete the evaluation on monitoring of Executive Limitations and turn them in. The results will be compiled and shared with the board.

Board members met in groups to review the governance policies that each had been assigned to monitor during the meeting. Each group reported out on its assessment of the board's work during the meeting. This, or another type of monitoring, will become a regular part of each board meeting.

AGENDA PLANNING

Nancy Dawes led a discussion on the agenda for the next meeting, which will be held on Saturday, March 8 in Cincinnati. The February 4 conference call has been cancelled. Agenda items will include:

- A report from the CEO on 2008 goals
- Approval of a CEO review task group
- Election of national council delegates
- Board education and/or ownership linkage
- A report on the financial condition and any risks/liabilities that the board needs to be aware of
- Appointment of an investment committee
- Appointment of an audit committee


ANNOUNCEMENTS

Board members were asked to sign and turn in their conflict of interest statement.

Officers who were needed to sign corporate resolutions were asked to remain after the meeting to complete the signatures.

ADJOURNMENT

The meeting adjourned at 3:55 p.m.


Sharon L. Smith, Secretary